

9-301A010

CRAVATH, SWAINE & MOORE

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16622 A  
RECORDATION NO. FILED 1425

DEC 27 1989 -9 15 AM

INTERSTATE COMMERCE COMMISSION

December 26, 1989

Southern Railway Company  
Equipment Trust Certificates, Series A

Dear Ms. McGee:

We are enclosing on behalf of Southern Railway Company ("Company") two executed counterparts of the Release and Termination effective December 27, 1989, between the Company and General Motors Corporation (Electro-Motive Division) ("GM"), relating to the Temporary User Agreement dated November 15, 1989, between the Company and GM which was recorded with the Interstate Commerce Commission on November 22, 1989, at 12:45 p.m., Recordation No. 16622.

The parties to the enclosed agreement are:

Company

Southern Railway Company  
8 North Jefferson Street  
Roanoke, Virginia 24042

GM

General Motors Corporation  
(Electro-Motive Division)  
LaGrange, Illinois 60525

The equipment covered by the aforementioned agreement appears in Exhibit A attached hereto.

This one  
is 16622-A

Michael McGee  
12/27/89

Enclosed is our check for \$15 for the required fee. Please accept for recordation one counterpart of the enclosed Release and Termination, stamp the other counterpart with your recordation number and return it to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich

Noreta R. McGee, Secretary,  
Interstate Commerce Commission,  
Washington, D.C. 20423

Encls.

EXHIBIT A

Description of GM Equipment

No. of  
Units

33

3,000 H.P. GP 59, Diesel-Electric Locomotives -  
built by General Motors Corporation  
(Electro-Motive Division) and to be numbered SOU  
4609-4641, all inclusive.

CERTIFICATE OF TRUE COPY

RECORDATION NO. 16622-A FILED 1425

DEC 27 1989 -9 15 AM

INTERSTATE COMMERCE COMMISSION

STATE OF NEW YORK )  
                                  ) ss:  
COUNTY OF NEW YORK)

I, Laurance V. Goodrich, a member of the Bar of the State of New York, do hereby certify that I have compared the attached copies of the attached documents with an executed original counterpart thereof and find the said attached copies to be in all respects true, correct and complete copies of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 26th day of December, 1989.

Laurance V. Goodrich

Laurance V. Goodrich

Subscribed and sworn to  
before me this 26th day  
of December, 1989.

Caryn W. Sherman


Notary Public

My Commission expires:

CARYN W. SHERMAN  
Notary Public, State of New York  
No. 31-4633991  
Qualified in New York County  
Commission Expires August 31, 1990

IN WITNESS WHEREOF, the parties have caused this agreement to be executed by their authorized officers as of the dates shown below.

SOUTHERN RAILWAY COMPANY

By:   
Title: Vice President  
Date: December 20, 1989

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION)

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have caused this agreement to be executed by their authorized officers as of the dates shown below.

SOUTHERN RAILWAY COMPANY

By: \_\_\_\_\_

Title: Vice President

Date: \_\_\_\_\_

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION)

By: *W. J. Farrell*

Title: VICE PRESIDENT & GENERAL MGR.

Date: \_\_\_\_\_



EXHIBIT A

Description of GM Equipment

No. of  
Units

33	3,000 H.P. GP 59, Diesel-Electric Locomotives built by General Motors Corporation (Electro-Motive Division) and to be numbered S0U 4609-4641, all inclusive.
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COMMONWEALTH OF VIRGINIA     )  
  )  
CITY OF NORFOLK                )     ss:

On the 20th day of December, 1989, before me personally appeared R.A. Dragan, to me personally known, who being by me duly sworn, says that he is Vice President of Southern Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carole M. Kuzing  
Notary

My Commission expires: My Commission Expires February 5, 1990

STATE OF \_\_\_\_\_ )  
  )  
CITY OF \_\_\_\_\_ )     ss:

On the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of General Motors Corporation (Electro-Motive Division), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary

My Commission expires:



COMMONWEALTH OF VIRGINIA     )  
  )  
CITY OF NORFOLK                )     ss:

On the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is Vice President of Southern Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary

My Commission expires:

STATE OF Ill.                    )  
  )  
CITY OF McCook                )     ss:

On the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me personally appeared John W. JARRELL, to me personally known, who being by me duly sworn, says that he is VICE PRES. GEN MGR. of General Motors Corporation (Electro-Motive Division), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires: 4-17-92

